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8 Attorneys for Plaintiff  
VISA U.S.A. INC.

10 IN THE UNITED STATES DISTRICT COURT  
11 FOR THE NORTHERN DISTRICT OF CALIFORNIA

13 VISA U.S.A. INC.,

14 Plaintiff,

15 vs.

16 MARITZ INC., d/b/a MARITZ  
LOYALTY MARKETING,

17 Defendant.

Case No. CV-07-5585 JSW

**DECLARATION OF RODERICK M.  
THOMPSON IN SUPPORT OF VISA U.S.A  
INC.'S OPPOSITION TO MARITZ INC'S  
MOTION TO STAY ARBITRATION**

Date: February 8, 2008  
Time: 9:00 a.m.  
Courtroom: 2 (17th Floor)  
Hon. Jeffrey S. White

19  
20 I, Roderick M. Thompson, declare as follows:

21 1. I am an attorney licensed to practice law in the State of California, and a partner  
22 with the law firm of Farella Braun + Martel LLP, counsel for Plaintiff Visa U.S.A. Inc. ("Visa")  
23 in this action. I have first hand knowledge of the following facts; if called as a witness, I would  
24 testify to the same.

25 2. On November 2, 2007 Visa filed this action, seeking to compel Maritz to arbitrate  
26 certain disputes that arose from the parties' earlier contractual relationship. The same day, Visa  
27 also filed a demand for arbitration with the American Arbitration Association.

1           3.       Attached hereto as Exhibit A is a true and correct copy of the Letter Agreement  
2       dated July 9, 2007.

3           4.       Attached hereto as Exhibit B are true and correct copies of The April 17, 2006  
4       Agreement.

5           5.       Attached hereto as Exhibit C is a true and correct copy Visa's April 20, 2007  
6       termination letter in which Visa explicitly reserves all its rights under the April 17 Agreement.

7           6.       Attached hereto as Exhibit D is a true and correct copy of a May 7, 2007 letter  
8       from Maritz to Visa sent in response to Visa's termination letter of April 20, 2007.

9           7.       Attached hereto as Exhibit E is a true and correct copy of a June 5, 2007 letter  
10       from Visa to Maritz, in which Visa stated that it anticipated providing additional information to  
11       Maritz as to the nature and amount of Visa's claims at the appropriate time and suggesting that  
12       the parties discuss a process for resolving their claims.

13          8.       Attached hereto as Exhibit F is a true and correct copy of a July 2, 2007 letter from  
14       Elizabeth L. Buse, Executive Vice President of Product Development and Management for Visa  
15       to Kelvin Taylor, President of Maritz Loyalty Marketing.

16          9.       Attached hereto as Exhibit G is a true and correct copy of a July 10, 2007 email  
17       from Steve Gallant to Roderick M. Thompson transmitting an executed copy of the Letter  
18       Agreement.

19          10.       On July 23 Mr. Gallant called me and asked whether Visa was making a claim for  
20       a payment to Maritz based on a breach of the underlying Agreement, and if so how much were  
21       the claimed damages. I told him that Visa's damages were considerable and in the range of tens  
22       of millions. Mr. Gallant said he was surprised and upset by the magnitude of the damages, but  
23       that nothing I had said in our conversations had been inaccurate and that he not accusing me of  
24       trying to deceive him. He said Maritz would engage outside counsel.

25          11.       Attached hereto as Exhibit H is a true and correct copy of a July 23, 2007 email  
26       from Steve Gallant to Roderick M. Thompson in which Mr. Gallant asks Visa to agree that the  
27       Letter Agreement is null and void.

28

12. Attached hereto as Exhibit I is a true and correct copy of an August 8, 2007 email from Steve Gallant to Roderick M. Thompson.

13. Attached hereto as Exhibit J is a true and correct copy of an August 21, 2007 email from Roderick M. Thompson to Steve Gallant, and an August 22, 2007 from Steve Gallant to Roderick M. Thompson, respectively.

14. Attached hereto as Exhibit K is a true and correct copy of a November 16, 2007 letter from Maritz to The American Arbitration Association ("AAA").

15. Attached hereto as Exhibit L is a true and correct copy of a November 20, 2007 letter from Visa to the AAA.

16. Attached hereto as Exhibit M is a true and correct copy of a November 26, 2007 letter from Maritz to the AAA.

17. Attached hereto as Exhibit N is a true and correct copy of a November 30, 2007 letter from the AAA to Visa and Maritz.

18. Attached hereto as Exhibit O is a true and correct copy of a December 3, 2007 email from Charlie Weiss to the AAA.

19. Attached hereto as Exhibit P is a true and correct copy of a December 3, 2007 letter from the AAA to Visa and Maritz.

20. Attached hereto as Exhibit Q is a true and correct copy of a December 20, 2007 letter from the AAA to Maritz and Visa.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on January 11, 2008, at San Francisco, California.

/s/ Roderick M. Thompson  
Roderick M. Thompson